

EXHIBIT A

B 10 Modified (Official Form 10) (12/11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor and Case Number: Residential Funding Company, LLC, Case No. 12-12019		
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): PHH Mortgage Corporation f/k/a Cendant Mortgage Corporation		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____ <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars. 5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier - 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(). Amount entitled to priority: \$ _____ * Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
Name and address where notices should be sent: PHH Mortgage Corporation c/o Walter Wronka and Doria Sutton 1 Mortgage Way Mount Laurel, NJ 08054		
Telephone number: _____ email: <u>walter.wronka@mortgagefamily.com</u>		
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____		
1. Amount of Claim as of Date Case Filed: \$ <u>\$6,287,518.92</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>Contract</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: <u>See addendum</u>	3a. Debtor may have scheduled account as: <u>Cendant Mortgage Corp. or PHH Mortgage Corp.</u> (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before May 14, 2012, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ (See instruction #6)		
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)		
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
9. Signature: (See instruction #9) Check the appropriate box. <input checked="" type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.) I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: <u>Gregory Bronczyk</u> Title: <u>Vice President</u> Company: <u>PHH Mortgage Corporation f/k/a Cendant Mortgage Corporation</u> Address and telephone number (if different from notice address above): _____ _____ Telephone number: _____ Email: _____		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both



121201912111200000000001

RECEIVED
NOV 12 2012
KURTZMAN CARSON CONSULTANTS

**Addendum to Proof of Claim
Against Residential Funding Company, LLC
Filed By PHH Mortgage Corporation**

PHH Mortgage Corporation ("Claimant") hereby files this Proof of Claim (the "Claim") against Residential Funding Company, LLC (together with Claimant, the "Parties"). The Claim is comprised of amounts due Claimant as of May 14, 2012 (the "Petition Date") arising from four separate contractual agreements between the Parties.

Claimant is owed \$2,314,230.87 under that certain Mortgage Loan Flow Purchase, Sale & Servicing Agreement dated September 1, 2006 between Residential Funding Company, LLC, as purchaser, and PHH Mortgage Corporation and Bishop's Gate Residential Mortgage Trust f/k/a Cendant Residential Mortgage Trust, as sellers (the "09/01/06 Contract", together with any amendments thereto attached hereto as Exhibit A). The amounts due under the Contract as of the Petition Date arise from two separate Investor Identification Numbers assigned by the Claimant. The amounts due under each Investor Identification Number are divided into several categories. Accordingly, amounts owed to Claimant under the 09/01/06 Contract can be summarized as follows:

<u>Investor Identification Number</u>	<u>Amounts Owed to PHH from Principal and Interest Advances as of April '12</u>	<u>Amounts Owed to PHH to Recover Corporate Advances Balance as of April '12</u>	<u>Amounts Owed to PHH from Escrow Advances as of April '12</u>
594	\$1,685,158.06	\$159,920.55	\$469,052.26
V37	\$0.00	\$100.00	\$0.00

Claimant is owed \$3,477,311.72 under that certain Mortgage Loan Purchase, Sale & Servicing Agreement dated September 29, 2004 between Homecomings Financial Network, Inc., as purchaser, and Cendant Mortgage Corporation and Bishop's Gate Residential Mortgage Trust f/k/a Cendant Residential Mortgage Trust, as sellers (the "09/29/04 Contract", attached hereto as Exhibit B). Cendant Mortgage Corporation changed its name to PHH Mortgage Corporation, and the parties executed an amendment to the contract on February 23, 2005 so reflecting such name change (the "09/29/04 Contract Amendment", together with any subsequent amendments attached hereto as Exhibit C). The amounts due under the Contract as of the Petition Date arise from three separate Investor Identification Numbers assigned by Claimant and are divided into several categories. Accordingly, amounts owing to Claimant under the 09/29/04 Contract can be summarized as follows:

<u>Investor Identification Number</u>	<u>Amounts Owed to PHH from Principal and Interest Advances as of April '12</u>	<u>Amounts Owed to PHH to Recover Corporate Advances Balance as of April '12</u>	<u>Amounts Owed to PHH from Escrow Advances as of April '12</u>
133	\$1,296,112.74	\$369,122.09	\$474,508.39
V36	\$112,896.86	\$1,892.76	\$0.00
261	\$811,769.11	\$219,799.07	\$191,210.70

Claimant is also owed \$422,026.39 under that certain Amended and Restated Mortgage Loan Flow Purchase, Sale & Servicing Agreement dated November 1, 2003 between UBS Real Estate Securities, Inc. f/k/a UBS Warburg Real Estate Securities, Inc., as purchaser, and Cendant Mortgage Corporation and Bishop's Gate Residential Mortgage Trust f/k/a Cendant Residential Mortgage Trust, as sellers (the "11/01/03 Contract", attached hereto as Exhibit D). As stated

above, Cendant Mortgage Corporation is now known as PHH Mortgage Corporation, as evidenced by the Certificate of Name Change attached hereto as Exhibit E. The Contract was assigned by UBS Real Estate Securities to Residential Funding Company, LLC by that certain Assignment, Assumption and Recognition Agreement dated May 23, 2005 (the “11/01/03 Contract Assignment”), together with any subsequent amendments attached hereto as Exhibit F). The amounts due under the 11/01/03 Contract Assignment as of the Petition Date are divided into several categories, as follows:

<u>Investor Identification Number</u>	<u>Amounts Owed to PHH from Principal and Interest Advances as of April ‘12</u>	<u>Amounts Owed to PHH to Recover Corporate Advances Balance as of April ‘12</u>	<u>Amounts Owed to PHH from Escrow Advances as of April ‘12</u>
233	\$327,912.51	\$32,703.23	\$61,640.65

Finally, Claimant is owed \$73,949.94 under that certain Client Contract dated May 13, 1998 between Residential Funding Corporation and Cendant Mortgage (the “05/13/98 Contract”, attached hereto as Exhibit G). Cendant Mortgage is now known as PHH Mortgage Corporation pursuant to the Certificate of Name Change attached hereto as Exhibit E. The Parties entered into an Addendum to the 05/13/98 Contract on March 31, 1999 (the “03/31/99 Addendum”, together with any subsequent amendments attached hereto as Exhibit H). The amounts due under the Contract as of the Petition Date arise from three separate Investor Identification Numbers assigned by Claimant and are divided into several categories. Accordingly, Claimant’s claim can be summarized as follows:

<u>Investor Identification Number</u>	<u>Amounts Owed to PHH from Principal and Interest Advances as of April '12</u>	<u>Amounts Owed to PHH to Recover Corporate Advances Balance as of April '12</u>	<u>Amounts Owed to PHH from Escrow Advances as of April '12</u>
209	\$7,899.43	\$3,815.50	\$2,698.16
644	\$0.00	\$0.00	\$0.00
834	\$27,468.43	\$6,167.50	\$25,900.92